

Brewster Kahle
NewCo
1056 Noe Street
San Francisco, CA 94114

January 26, 1996

America Online, Inc,
8619 Westwood Center Drive
Vienna, VA 22182

To whom it may concern:

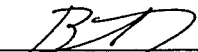
This letter is sent pursuant to IIIB of the Letter of Intent dated January 4, 1996.

NewCo will be pursuing developing, selling, supporting, licensing: software tools for use on the Internet such as accessing, protocols, storing, and manipulating (e.g., WAISprotocol toolkit, WAISgate), information, support services in using Internet tools such as support and maintenance work, aiding customers with their web sites (e.g., what WAIS customer support does now).

NewCo will not engage in other activities covered by the Non-Compete Agreement, including Internet connection services without permission from AOL.

NewCo will be free to use its judgment to raise money, sell part or all of the company, take the company public, or any other action associated with controlling a company.

Brewster Kahle will be pursuing an archive project that is not-for-profit to create a large scale digital archive. This will collect digital content and make it accessible on digital networks, starting with the Internet.

 1/26/96
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